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RECORDATION NO. 16514-J FILED

May 17, 2000

MAY 19 '00 3-49 PM

Matthew H Kaiser
202-508-1027

TS

SURFACE TRANSPORTATION BOARD

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

Dear Secretary Williams:

I am the attorney for State Street Bank and Trust Company, one of the parties described below. I have enclosed two originals of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code

This document is an Instrument of Acknowledgment of Succession, a secondary document, dated May 19, 2000. The primary document to which this document is connected is recorded under Recordation No. 16514.

The names and addresses of the parties to the document are as follows:

Owner Trustee.	Fleet National Bank Goodwin Square 225 Asylum Street, 23 rd Floor Hartford, CT 06103 Attn: Corporate Trust Administration
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Successor Owner Trustee:	State Street Bank and Trust Company Goodwin Square 225 Asylum Street, 23 rd Floor Hartford, CT 06103 Attn: Corporate Trust Administration
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A description of the equipment covered by the document follows

The equipment consists of 60 23,500-Gallon General Purpose Tank Cars, bearing consecutive road numbers from AMCX 123001 through AMCX 123060, inclusive; 186 6,150-Cubic-Foot Covered Hopper Cars, bearing consecutive road numbers from AMCX 104000 through AMCX 104185, inclusive; 6 20,000-Gallon Tank Cars with Special Lining for Maleic Anhydride Service, bearing consecutive road numbers from

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AMCX 120027 through AMCX 120032, inclusive, 40 33,600-Gallon Tank Cars, bearing consecutive road numbers from TIMX 33400 through TIMX 33439, inclusive; 60 5,800-Cubic-Foot Plastic Pellet Cars, bearing consecutive road numbers from AMCX 107865 through AMCX 107924, inclusive; and 128 5,250-Cubic-Foot Covered Hopper Cars, bearing road numbers from AMCX 106040 through AMCX 106055, from AMCX 106057 through AMCX 106063, from AMCX 106065 through AMCX 106110, from AMCX 106119 through AMCX 106121, from AMCX 106123 through AMCX 106128, AMCX 106130, AMCX 106138, from AMCX 106141 through AMCX 106144, AMCX 106147, AMCX 106151, from AMCX 106153 through AMCX 106154, from AMCX 106157 through AMCX 106171, from AMCX 106173 through AMCX 106188, AMCX 106190, and from AMCX 106192 through AMCX 106199, inclusive

A fee of \$26 is enclosed Please return a file-stamped original to me at the address on this letterhead.

A short summary of the document to appear in the index follows:


Instrument of Acknowledgment of Succession, dated May 19, 2000, relating to Conditional Sale Agreement among the Connecticut National Bank (now Fleet National Bank), Owner Trustee, Amoco Chemical Company, Seller, and Mercantile-Safe Deposit and Trust Company, Agent, with Recordation No. 16514, dated August 1, 1989, and covering 60 23,500-Gallon General Purpose Tank Cars, bearing consecutive road numbers from AMCX 123001 through AMCX 123060, inclusive, 186 6,150-Cubic-Foot Covered Hopper Cars, bearing consecutive road numbers from AMCX 104000 through AMCX 104185, inclusive; 6 20,000-Gallon Tank Cars with Special Lining for Maleic Anhydride Service, bearing consecutive road numbers from AMCX 120027 through AMCX 120032, inclusive; 40 33,600-Gallon Tank Cars, bearing consecutive road numbers from TIMX 33400 through TIMX 33439, inclusive; 60 5,800-Cubic-Foot Plastic Pellet Cars, bearing consecutive road numbers from AMCX 107865 through AMCX 107924, inclusive, and 128 5,250-Cubic-Foot Covered Hopper Cars, bearing road numbers from AMCX 106040 through AMCX 106055, from AMCX 106057 through AMCX 106063, from AMCX 106065 through AMCX 106110, from AMCX 106119 through AMCX 106121, from AMCX 106123 through AMCX 106128, AMCX 106130, AMCX 106138, from AMCX 106141 through AMCX 106144, AMCX 106147, AMCX 106151, from AMCX 106153 through AMCX 106154, from AMCX 106157 through AMCX 106171, from AMCX 106173 through AMCX 106188, AMCX 106190, and from AMCX 106192 through AMCX 106199, inclusive.

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Thank you for your attention to this matter.

Very truly yours,

Thompson Coburn LLP

By 
Matthew H. Kaiser

mhk/ctl

Enclosures

INSTRUMENT OF ACKNOWLEDGMENT OF SUCCESSION

This Instrument of Acknowledgment of Succession, dated as of May 19, 2000, by and between Fleet National Bank, a national banking association ("FNB"), individually and as the existing owner trustee under the hereafter defined Trust Agreement (the "Owner Trustee"), and State Street Bank and Trust company, a Massachusetts trust company ("State Street"), individually and as the successor owner trustee under such Trust Agreement (the "Successor Owner Trustee").

WHEREAS, FNB has served as Owner Trustee pursuant to a Trust Agreement, dated as of August 1, 1989 (the "Trust Agreement"), between FNB and the Owner named therein; and

WHEREAS, FNB as Owner Trustee owns one hundred percent (100%) of the title to and assets of the Trust Estate (as such term is defined in the Trust Agreement), including 60 23,500 Gallon General Purpose Tank Cars (AMCX 123001 - AMCX 123060); 186 6,150 cu. ft. Covered Hopper Cars (AMCX 104125 - AMCX 104185, AMCX 104000 - AMCX 104124); 6 20,000 Gallon Tank Cars with special Lining for Maleic Anhydride Service (AMCX 120027 - AMCX 120032); 40 33,600 Gallon Tank Cars (TIMX33400 - TIMX33439); 60 5,800 cu. ft. Plastic Pellet Cars (AMCX 107865 - AMCX 107924); 128 5,250 cu. ft. Covered-Hopper Cars (AMCX 106040 - AMCX 106055, AMCX 106057 - AMCX106063, AMCX106065 - AMCX 106110, AMCX106119 - AMCX106121, AMCX106123 - AMCX106128, AMCX106130, AMCX106138, AMCX106141 - AMCX 106144,

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SURFACE TRANSPORTATION BOARD

AMCX106147, AMCX106151, AMCX106153 - AMCX106154, AMCX106157 -
AMCX106171, AMCX106173 - AMCX106188, AMCX106190, AMCX106192 -
AMCX106199 with the STB Recordation No. 16514 (the "Rolling Stock"); and

WHEREAS, State Street is in the process of acquiring substantially all of the corporate trust business of FNB, including its interests as Owner Trustee under the Trust Agreement; and

WHEREAS, Section 7.01(d) of the Trust Agreement provides that any corporation to which substantially all the corporate trust business of the Owner Trustee shall be transferred shall, subject to satisfaction of the requirements of Section 7.01(c) of the Trust Agreement, be the Owner Trustee under the Trust Agreement without further act.

NOW THEREFORE, the parties hereto agree as follows:

1. The Successor Owner Trustee hereby acknowledges to the Owner Trustee that the Successor Owner Trustee has succeeded to one hundred percent (100%) of the Owner Trustee's right, title and interest in and to the Trust Estate (as defined in the Trust Agreement).
2. State Street represents that it satisfies the requirements of Section 7.01(c) of the Trust Agreement for a successor Owner Trustee.

3. FNB and State Street each represents that State Street is acquiring substantially all of the corporate trust business of FNB.


4. Upon acceptance by the Surface Transportation Board of a certified true copy of this Instrument for recordation with the provisions of 49 C.F.R. Part 1177, the Successor Owner Trustee shall be deemed the Owner Trustee under the Trust Agreement pursuant to Section 7.01(d) thereof.

5. State Street agrees that it is assuming all of the obligations of FNB under the Trust Agreement and the other operative agreements identified in the Trust Agreement and the Successor Owner Trustee under the Trust Agreement and such other operative agreements.

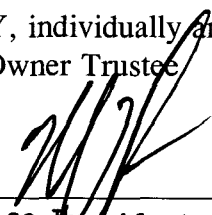
[THIS SPACE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have set forth their signatures as of the
date first set forth above.

FLEET NATIONAL BANK.
individually and as Owner Trustee

By: 
Title: AUTHORIZED SIGNATORY


STATE STREET BANK AND TRUST
COMPANY, individually and as
Successor Owner Trustee

By: 
Title: Vice President

State of Connecticut)
) ss
County of Hartford)

On this 19 day of May, 2000, before me personally appeared RINETTE ELOVECKY, to me personally known, who being by me duly sworn, says that (s)he is an authorized signatory of Fleet National Bank, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

(SEAL)


Signature of Notary Public

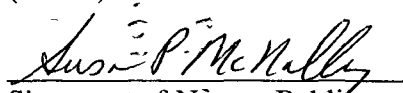
My commission expires _____

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMM. EXPIRES MARCH 31, 2005

State of Connecticut)
) ss
County of Hartford)

On this 19 day of May, 2000, before me personally appeared MICHAEL M. HOPKINS, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of State Street Bank and Trust Company, that said instrument was signed on behalf of said Massachusetts trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said Massachusetts trust company.

(SEAL)


Signature of Notary Public

My commission expires _____

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMM. EXPIRES MARCH 31, 2005